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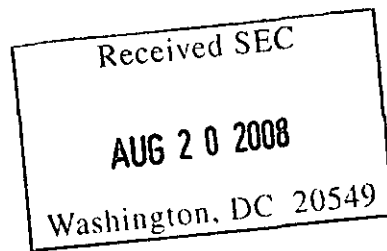


08058019

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM F-X

APPOINTMENT OF AGENT FOR SERVICE OF PROCESS
AND UNDERTAKING



A. Name of issuer or person filing ("Filer"):

VICTORY NICKEL INC.

SEC Mail
Mail Processing
Section

AUG 20 2008

B. (1) This is (check one):

☒ an original filing for the Filer.

Washington, DC
109

☐ an amended filing for the Filer.

(2) Check the following box if you are filing the Form F-X in paper in accordance with Regulation S-T
Rule 101(b)(9): ☒

C. Identify the filing in conjunction with which this Form is being filed:

Name of registrant:

~~VICTORY NICKEL INC.~~ Independent Nickel Corp

Form type:

Form CB

File Number (if known):

Filed by:

VICTORY NICKEL INC.

Date Filed:
(if filed concurrently,
so indicate)

August 20, 2008
(concurrent herewith)

PROCESSED

AUG 27 2008 SA

D. The Filer is incorporated or organized under the laws of:

Ontario

THOMSON REUTERS

and has its principal place of business at:

80 Richmond Street West
Toronto, Ontario, Canada M5H 2A4
(416) 626-0470

E. The Filer designates and appoints:

CT Corporation System
111 Eighth Avenue, 13th Floor
New York, New York 10011
(212) 894-8940

as the agent of the Filer ("the Agent") upon whom may be served any process, pleadings, subpoenas, or other papers
in:

(a) Any investigation or administrative proceeding conducted by the Commission; and

(b) Any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States, or of any of its territories or possessions, or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns any tender offer for the securities of a Canadian issuer with respect to which filings are made by the Filer with the Commission on Form CB. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon such agent for service of process, and that the service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made.

F. The Filer stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed following the effective date of the latest amendment to such Form CB. The Filer further undertakes to advise the Commission promptly of any change of the Agent's name or address during such period by amendment of this Form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.

G. The Filer undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the Form CB, the securities to which the Form CB relates and the transactions in such securities.

The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto, Province of Ontario, Canada, on August 20, 2008,

VICTORY NICKEL INC..

By: _____

Name:

Title:

This statement has been signed by the following person in the capacity indicated on August 20, 2008,

CT CORPORATION SYSTEM

(Agent for Service)

By:  _____

Name: Caleb Howland

Title: Customer Specialist

(a) Any investigation or administrative proceeding conducted by the Commission; and

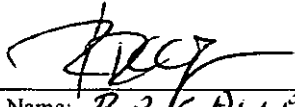
(b) Any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States, or of any of its territories or possessions, or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns any tender offer for the securities of a Canadian issuer with respect to which filings are made by the Filer with the Commission on Form CB. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon such agent for service of process, and that the service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made.

F. The Filer stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed following the effective date of the latest amendment to such Form CB. The Filer further undertakes to advise the Commission promptly of any change of the Agent's name or address during such period by amendment of this Form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.

G. The Filer undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the Form CB, the securities to which the Form CB relates and the transactions in such securities.

The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto, Province of Ontario, Canada, on August 20, 2008.

VICTORY NICKEL INC..

By: 
Name: R. RIGALPEAU
Title: VICE CHAIRMAN, CEO

This statement has been signed by the following person in the capacity indicated on August 20, 2008,

CT CORPORATION SYSTEM
(Agent for Service)

By: _____
Name:
Title:

END